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Lead Counsel for Plaintiffs and the Class

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

X

Case No. 07-CV-9416 (RJS)

IN RE: FUWEI FILMS SECURITIES
LITIGATION

**DECLARATION OF LAURENCE ROSEN
IN SUPPORT OF PLAINTIFFS'
MEMORANDUM OF LAW IN
OPPOSITION TO MOTIONS TO DISMISS
THE CONSOLIDATED AMENDED
CLASS ACTION COMPLAINT**

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Laurence M. Rosen declares as follows pursuant to 28 U.S.C. §1746:

1. I am an attorney duly admitted to practice before the bar of this court and am managing attorney of the Rosen Law Firm, P.A., attorneys for Lead Plaintiffs and the Class in this action.

2. I make this declaration in support of Plaintiffs' Memorandum of Law in Opposition to Motions to Dismiss the Consolidated Amended Complaint.

3. Attached hereto as Exhibit 1 is a copy of an article, with certified English translation, entitled "Great Wall Asset Co. Goes to Shandong Seeking Payment of a RMB 1.9

Billion Debt,” by Ke Zhixiong and Jiang Yunxiang, published June 13, 2006 in *21 Century Economic Report*.

4. Attached hereto as Exhibit 2 is a copy of an article, with certified English translation, entitled “Four Ministries Jointly Investigate “NEO-LUCK” Case in Shandong Province; Three Top Managers Detained and Interrogated,” published May 15, 2007, on <http://www.caijing.com.cn/newcn/home/headline/2007-05-12/19369.shtml>

5. Attached hereto as Exhibit 3 is a copy of an article, with certified English translation, entitled “Suspected of Embezzling State-owned Assets Top executives of Weifang Neo-Luck Group Put in ‘Shuang’gui’ [Detained and Interrogated],” accessed on or about March 3, 2008 from *Website of the Economic Investigation/Detective Branch of Shandong Public Security*, www.qljz.com.cn

6. Attached hereto as Exhibit 4 is a copy of an article, with certified English translation, entitled “How Neo-luck Escaped Debt,” published June 11, 2007 in *Caijing Magazine*, <http://www.sina.com.cn> .

7. Attached hereto as Exhibit 5 is a copy of an article, with certified English translation, entitled “Neo-Luck’s Metamorphosis: From ‘Xin Li Ke’ to ‘Xin Li Kai’,” published June 11, 2007 in *Caijing Magazine* <http://finance.sina.com.cn/chanjing/b/20070611/16503680520.shtml>

8. Attached hereto as Exhibit 6 is a true and correct copy of the Declaration of Graham Paul Faulkner Concerning Translation Procedures and Results Thereof.

9. Attached hereto as Exhibit 7 is a true and correct copy of 15 U.S.C.A. §78u-5, the “Safe Harbor” provision of the PSLRA.

10. Attached hereto as Exhibit 8 is a true and correct copy of the “Company Overview” page of the website of China Great Wall Asset Management Corporation.

11. Attached hereto as Exhibit 9 is a true and correct copy of SEC Regulation S-K, 17 C.F.R. §229.103, 12.

12. Attached hereto as Exhibit 10 is a true and correct copy of the Rules of Arbitration of the International Chamber of Commerce.

13. Attached hereto as Exhibit 11 is a true and correct copy of a letter written by Joshua

S. Sohn of DLA Piper US LLP, counsel for the underwriter defendants, to U.S. District Judge Richard Sullivan, dated April 11, 2008.

14. Attached hereto as Exhibit 12 is a true and correct copy of six pages excerpted from the Registration Statement filed by Fuwei Films (Holdings) Co., Ltd with the Securities and Exchange Commission on December 15, 2006.

15. Attached hereto as Exhibit 13 is a true and correct copy of §12 of the Securities Act of 1934, 15 U.S.C.A. § 77l.

DATED: New York, New York
June 26, 2008

A handwritten signature in cursive script, appearing to read "Laurence M. Rosen", written in black ink.

By: _____
Laurence M. Rosen, Esq.

CERTIFICATE OF SERVICE

I hereby certify that on this on the 26th day of June, 2008, a true and correct copy of the foregoing DECLARATION OF LAURENCE ROSEN IN SUPPORT OF PLAINTIFFS' MEMORANDUM OF LAW IN OPPOSITION TO MOTIONS TO DISMISS THE CONSOLIDATED AMENDED CLASS ACTION COMPLAINT was served by CM/ECF to the parties registered to the Court's CM/ECF system.

/s/ Laurence Rosen